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Subject: TelCove/KMC Transaction

Ms. Smith-Ashford

As we discussed, it was the intent of the parties to the Asset Purchase Agreement ("APA") that the customers and assets transferred to TelCove, Inc. under the APA in Tennessee would be transferred to TelCove Operations, Inc. and that TelCove Operations, Inc. would provide service to the transferred customers and would own and control the acquired assets.

Please let us know if you have any questions or if we can provide additional information.

Michael Donahue

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